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*In connection with the Share Offer, All EverGreen Securities Limited, as the stabilising manager (the “**Stabilising Manager**”), or any person acting for it, on behalf of the Underwriters, may over-allocate or effect short sales or any other stabilising transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the absolute discretion of the Stabilising Manager in consultation with the Joint Bookrunners and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on Friday, 29 May 2020, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). A public announcement will be made on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.edensoft.com.cn within seven days of the expiration of the stabilisation period in compliance with the Securities and Futures (Price Stabilizing) Rules. No stabilising action can be taken to support the price of the Shares for longer than the aforesaid stabilisation period. After this period, no further stabilising action may be taken, and demand for the Shares, and therefore the price of the Shares, could fall.*

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, and demand for the Shares, and therefore the price of the Shares, could fall.

Potential investors of the Offer Shares should note that the Joint Bookrunners (for themselves and on behalf of the Hong Kong Underwriters) shall be entitled to terminate their obligations under the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the paragraph headed “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering – Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Wednesday, 13 May 2020).

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as defined in the Prospectus.

edenSOFT
EDENSOFT HOLDINGS LIMITED
伊登軟件控股有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

- Total number of Offer Shares : 500,000,000 Shares (subject to the Over-allotment Option)**
- Number of Hong Kong Public Offering Shares : 50,000,000 Shares (subject to reallocation)**
- Number of International Placing Shares : 450,000,000 Shares (subject to reallocation and the Over-allotment Option)**
- Offer Price : HK\$0.25 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application and subject to refund)**
- Nominal value : HK\$0.01 per Share**
- Stock code : 1147**

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Co-Lead Managers



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and which are to be issued pursuant to the Capitalisation Issue and the Share Offer (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option and any options which may be granted under the Share Option Scheme) or as otherwise described in the Prospectus.

The Share Offer comprises the Hong Kong Public Offering and International Placing. A total of 500,000,000 Shares will be made available under the Share Offer, of which 450,000,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the Offer Shares, will be conditionally placed under the International Placing. The remaining 50,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares, will be offered under the Hong Kong Public Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to adjustment as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

For the avoidance of doubt, the Company will follow the reallocation of Shares pursuant to Practice Note 18 of the Listing Rules, and will not adopt the mechanism of the reallocation of Shares from the International Placing to the Hong Kong Public Offering pursuant to Guidance Letter HKEx-91-18 issued by the Stock Exchange.

If the Hong Kong Public Offering Shares are oversubscribed by less than 15 times and the International Placing Shares are fully subscribed or oversubscribed, there will not be any reallocation of Shares from the International Placing to the Hong Kong Public Offering.

If the International Placing Shares are undersubscribed and the Hong Kong Public Offering Shares are fully subscribed or oversubscribed, the Share Offer will not proceed unless the International Placing Underwriters would subscribe for their respective applicable proportions of the International Placing Shares which are not taken up under the International Placing.

Where both the International Placing Shares and the Hong Kong Public Offering Shares are not fully subscribed, the Share Offer will not proceed unless the Underwriters would subscribe or procure purchasers for their respective applicable proportions of the Offer Shares being offered which are not taken up under the Share Offer on the terms and conditions of the Prospectus, the Application Forms and the Underwriting Agreements.

In addition, the Company will grant the Over-allotment Option to the International Placing Underwriters under the Underwriting Agreements. The Joint Bookrunners (for themselves and on behalf of the International Placing Underwriters) can exercise the Over-allotment Option, which will be exercisable at any time and from time to time from the Listing Date, up to (and including) the date which is the last business day falling within 30 days after the last day for lodging applications under the Hong Kong Public Offering (being Wednesday, 29 April 2020) to require the Company to allot and issue up to an aggregate of 75,000,000 additional Shares, representing in aggregate approximately 15% of the Offer Shares initially available under the Share Offer and at the Offer Price, to cover, among other things, over-allocations in the International Placing, if any. The Company will further disclose as separate announcement(s) whether and to what extent the Over-allotment Option has been exercised, and will confirm in the announcement that, if the Over-allotment Option is not exercised by then, the Over-allotment Option will lapse and cannot be exercised on any future date.

If the Stock Exchange grants the listing of, and permission to deal in, the Shares and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take

place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made enabling the Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

The Offer Price will be fixed at HK\$0.25 per Offer Share. Applicants under the Hong Kong Public Offering shall pay in full, on application, the Offer Price of HK\$0.25 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%.

Applications for the Hong Kong Public Offering Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website (www.hkeipo.hk) or the IPO App in relation to the HK eIPO White Form Service.

Applicants who would like to have the allotted Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk or the IPO App, which can be downloaded by searching “IPO App” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp under the **HK eIPO White Form** service. Applicants who would like to have the allotted Hong Kong Public Offering Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with **WHITE** application forms, may be obtained during normal business hours from 9:00 a.m. (in respect of (1) below) or 10:00 a.m. (in respect of (2) below):

1 any of the following offices of the Hong Kong Public Offering Underwriters:

Cinda International Capital Limited

45th Floor, COSCO Tower, 183 Queen’s Road Central, Hong Kong

All EverGreen Securities Limited

Unit 7, 11th Floor, Emperor Group Centre, 288 Hennessy Road, Wan Chai, Hong Kong

Alpha Financial Group Limited

Room A, 17th Floor, Fortune House, 61 Connaught Road Central, Central, Hong Kong

CIS Securities Asset Management Limited

21st Floor, Centre Point, 181-185 Gloucester Road, Wanchai, Hong Kong

Hang Sing China Securities Limited

Flat/Room C & D, 12th Floor, Hang Seng Tsuen Wan Building, 289 Sha Tsui Road, Tsuen Wan, N.T., Hong Kong

I Win Securities Limited

Room 1916, Hong Kong Plaza, 188 Connaught Road West, Sai Wan, Hong Kong

Mouette Securities Company Limited

Room 1301, 13th Floor, Tung Wai Commercial Building, 109-111 Gloucester Road, Wanchai, Hong Kong

Orient Securities Limited

Room 3101, 31st Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong

Ruibang Securities Limited

9th Floor, Sang Woo Building, 227-228 Gloucester Road, Wanchai, Hong Kong

Zinvest Global Limited

Room 1702B, 17th Floor, Lippo Center Tower 2, 89 Queensway, Hong Kong

- 2 or any of the following branches of DBS Bank (Hong Kong) Limited, the receiving bank for the Hong Kong Public Offering:

District	Branch Name	Address
Hong Kong Island	Head Office	G/F, The Center, 99 Queen's Road Central, Central
	North Point Branch	G/F, 391 King's Road, North Point
Kowloon	Yaumatei Branch	G/F & 1/F, 131-137 Woo Sung Street, Yau Ma Tei
New Territories	Tuen Mun Town Plaza – SME Banking Centre	Shop 23, G/F, Tuen Mun Town Plaza (II), 3 Tuen Lung Street, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 23 April 2020 until 12:00 noon on Wednesday, 29 April 2020 from:

- (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (ii) your stockbrokers who may also have **YELLOW** Application Forms and the Prospectus available.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, to which cheques or banker's cashier orders made payable to "**Ting Hong Nominees Limited – Edensoft Public Offer**" should be securely stapled and deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above at the following times:

Thursday, 23 April 2020	:	10:00 a.m. to 4:00 p.m.
Friday, 24 April 2020	:	10:00 a.m. to 4:00 p.m.
Monday, 27 April 2020	:	10:00 a.m. to 4:00 p.m.
Tuesday, 28 April 2020	:	10:00 a.m. to 4:00 p.m.
Wednesday, 29 April 2020	:	10:00 a.m. to 12:00 noon

To safeguard the health and safety of its employees and customers in light of the rapidly changing novel coronavirus situation in Hong Kong, the receiving bank referred to above may adjust its branch services (including branch operation hours) from time to time. For the latest arrangement on branch services, please refer to the DBS website at <https://www.dbs.com.hk/personal/default.page>.

The application for the Offer Shares will commence on Thursday, 23 April 2020 through Wednesday, 29 April 2020. Such time period is longer than the normal market practice of three and a half days. The application monies (including brokerage fees, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on Tuesday, 12 May 2020. Investors should be aware that the dealings in Shares on the Stock Exchange are expected to commence on Wednesday, 13 May 2020.

Applicants applying through the **HK eIPO White Form** service may submit applications through the designated website at www.hkeipo.hk or the IPO App (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 23 April 2020 until 11:30 a.m. on Wednesday, 29 April 2020 or such later date as may apply in case of certain bad weather conditions as described in the paragraph headed "How to Apply for Hong Kong Public Offering Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

The application lists will open from 11:45 a.m. to 12:00 noon on Wednesday, 29 April 2020, the last application day or such later time as described in the paragraph headed "How to Apply for Hong Kong Public Offering Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates ^(Note):

Thursday, 23 April 2020	:	9:00 a.m. to 8:30 p.m.
Friday, 24 April 2020	:	8:00 a.m. to 8:30 p.m.
Monday, 27 April 2020	:	8:00 a.m. to 8:30 p.m.
Tuesday, 28 April 2020	:	8:00 a.m. to 8:30 p.m.
Wednesday, 29 April 2020	:	8:00 a.m. to 12:00 noon

Note: These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 23 April 2020 until 12:00 noon on Wednesday, 29 April 2020. The application lists will open from 11:45 a.m. to 12:00 noon on Wednesday, 29 April 2020 (or such later date as may apply in case of certain bad weather conditions as described in the paragraph headed “How to Apply for Hong Kong Public Offering Shares – 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus).

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Joint Bookrunners and the Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for Hong Kong Public Offering Shares” in the Prospectus for details of the conditions and application procedures of the Share Offer.

The Company expects to publish the announcement on the level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Public Offering Shares on Tuesday, 12 May 2020 on the website of the Company at **www.edensoft.com.cn** and the website of the Stock Exchange at **www.hkexnews.hk**.

Results of allocation of the Hong Kong Public Offering Shares, the Hong Kong identity card/passport/Hong Kong business registration numbers (where appropriate) of successful applicants and the number of the Hong Kong Public Offering Shares successfully applied for under the Hong Kong Public Offering, will be made available in the manner as described in the paragraph headed “How to Apply for Hong Kong Public Offering Shares – 11. Publication of Results” in the Prospectus on Tuesday, 12 May 2020.

The Company will not issue temporary documents of title in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid certificates of title provided that the Share Offer has become unconditional in all aspects and the right of termination described in the paragraph headed “Underwriting – Underwriting Arrangements and Expenses – Grounds for Termination” in the Prospectus has not been exercised, which is expected to be at 8:00 a.m. on Wednesday, 13 May 2020.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 13 May 2020, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 13 May 2020. The Shares will be traded in board lots of 10,000 Shares. The stock code of the Shares is 1147.

By Order of the Board
Edensoft Holdings Limited
Ms. Ding Xinyun

Chairman, Executive Director and Chief Executive Officer

Hong Kong, 23 April 2020

As at the date of this announcement, the Board comprises Ms. Ding Xinyun (Chairman and Chief Executive Officer), Ms. Li Yi, Mr. Ling Yunzhi and Ms. Peng Dongping as the executive Directors, and Mr. Yu Kwok Leung, Mr. Ho Ka Chun and Mr. Liang Chi as the independent non-executive Directors.